

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W. R. GRACE & CO., et al., ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
Debtors. ) Docket No. 9060 and  
 ) 8/29/05 Agenda Item 3

**ORDER PURSUANT TO SECTIONS 105(A) AND 363 OF THE BANKRUPTCY CODE  
FOR THE ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO ACQUIRE  
CERTAIN ASSETS OF SINGLE-SITE CATALYSTS, LLC**

This matter coming before the Court on the Debtors' Motion Pursuant to Sections 105(a) and 363 of the Bankruptcy Code for the Entry of an Order Authorizing the Debtors to Acquire certain assets of Single-Site Catalyst, LLC (the "Motion")<sup>1</sup>, filed by the above-captioned debtors and debtors in possession (collectively, "Debtors"); the Court having reviewed and considered the Motion; the Court finding that: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), the relief requested therein is in the best interest of the Debtors and their estates, (iii) the relief requested is proper under 28 U.S.C. §§ 105(a) and 363(b); and (iv) no further notice or hearing on the Motion being required; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

**IT IS HEREBY ORDERED, FOUND, AND DETERMINED THAT:**

1. The Motion is hereby approved.

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

2. The Debtors are authorized to acquire certain assets of Single-Site Catalyst, LLC, a Pennsylvania limited liability company.

3. The Debtors are authorized to take any additional reasonable actions that are necessary to consummate the transactions contemplated by the Motion.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

5. This Order is final and effective immediately upon its entry.

Dated: August 29, 2005

Judith K. Fitzgerald  
The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge